

**EXHIBIT A**

**KRAMER LEVIN NAFTALIS & FRANKEL LLP**

1177 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036  
PHONE 212.715.9100  
FAX 212.715.8000

December 21, 2009

W.R. GRACE & CO. EQUITY COMMITTEE

When remitting,  
please reference:  
Invoice Number: 534041  
056772

---

**CLIENT SUMMARY - 056772 - W.R. GRACE & CO. EQUITY COMMITTEE**

**056772-00001/CASE ADMINISTRATION**

FEES.....	\$351.00
DISBURSEMENTS.....	<u>384.00</u>
MATTER TOTAL.....	\$735.00

**056772-00002/CREDITOR COMMITTEE**

FEES.....	\$2,883.50
DISBURSEMENTS.....	<u>0.00</u>
MATTER TOTAL.....	\$2,883.50

**056772-00007/REORGANIZATION PLAN**

FEES.....	\$27,419.50
DISBURSEMENTS.....	<u>14.45</u>
MATTER TOTAL.....	\$27,433.95

**056772-00008/FEE APPLICATIONS, APPLICANT**

FEES.....	\$2,632.50
DISBURSEMENTS.....	<u>17.46</u>
MATTER TOTAL.....	\$2,649.96

---

Amounts due may be remitted by wire transfer.

To: Citibank, N.A.  
Citicorp Center 153 E. 53rd Street NY, N.Y. 10043  
ABA #021000089  
Account: Kramer Levin Naftalis & Frankel LLP Money Market A\C 37613572  
By Order of: Invoice No. 534041  
Citibank Contact: Deborah Hosking (212) 559-8634

TIME AND DISBURSEMENT AMOUNTS POSTED AFTER THE BILLING PERIOD SHOWN  
ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE  
CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.

TAX ID# 13-1944339

**056772-00019/HEARINGS**

FEES.....	\$484.00
DISBURSEMENTS.....	<u>95.00</u>
MATTER TOTAL.....	\$579.00
 CLIENT GRAND TOTAL.....	 <u>\$34,281.41</u>

Kramer Levin Naftalis &amp; Frankel LLP

Page No. 3

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00001December 21, 2009  
Invoice No. 534041

---

**CASE ADMINISTRATION****DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/12/09	BLABEY, DAVID E	Review miscellaneous filings/motions.	<u>0.60</u>	<u>351.00</u>
<b>TOTAL HOURS AND FEES</b>			<b><u>0.60</u></b>	<b><u>\$351.00</u></b>

**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
MANUSCRIPT SERVICE	0.00
WESTLAW ON-LINE RESEARCH	<u>384.00</u>
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b><u>\$384.00</u></b>
 <b>TOTAL FOR THIS MATTER</b>	 <b><u>\$735.00</u></b>

Kramer Levin Naftalis &amp; Frankel LLP

Page No. 4

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00002December 21, 2009  
Invoice No. 534041

---

**CREDITOR COMMITTEE****DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/10/09	BLABEY, DAVID E	Prep for quarterly equity committee call.	0.20	117.00
11/11/09	BENTLEY, PHILIP	Prepare for tomorrow's committee call	0.40	304.00
11/11/09	BLABEY, DAVID E	Draft talking points for quarterly call (2.2); call with T. Weschler and P. Bentley in prep for quarterly call (.4).	2.60	1,521.00
11/12/09	BENTLEY, PHILIP	Committee conf call	0.70	532.00
11/12/09	BLABEY, DAVID E	Quarterly equity committee call (.6); follow up discs with P. Bentley and T. Weschler (.1).	0.70	409.50
<b>TOTAL HOURS AND FEES</b>			<b><u>4.60</u></b>	<b><u>\$2,883.50</u></b>
<b>TOTAL FOR THIS MATTER</b>				<b><u>\$2,883.50</u></b>

**REORGANIZATION PLAN****DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
11/01/09	BLABEY, DAVID E	Call with plan proponents re post trial briefs (.6); review drafts of post trial briefs (1.5).	2.10	1,228.50
11/02/09	HOROWITZ, GREGORY A.	review post-trial brief edits, dw David B (1.5)	1.50	1,072.50
11/02/09	BLABEY, DAVID E	Review plan proponent brief draft on Libby issues (1.9); review and edit drafts of plan proponent main brief and exchange emails re same (4.5).	6.40	3,744.00
11/03/09	BLABEY, DAVID E	Review settlement agreements (1); review plan proponent brief on lender issues (.8); review plan objectors' post trial briefs (1.6).	3.40	1,989.00
11/04/09	BLABEY, DAVID E	Review plan objectors' post trial briefs and memo to T. Weschler re same (3).	3.00	1,755.00
11/09/09	BENTLEY, PHILIP	Confs David Blabey and Ken Eckstein re confirmation issues; review emails re recent confirmation developments and issues	1.60	1,216.00
11/09/09	BLABEY, DAVID E	Analyze successor liability issues relevant to plan (1); analyze potential plan amendment (.6); call with plan proponents re reply briefs (.9); discuss plan modifications and confirmation issues with P. Bentley (.5).	3.00	1,755.00
11/10/09	BENTLEY, PHILIP	Discs David Blabey re: plan changes.	0.10	76.00
11/10/09	BLABEY, DAVID E	Analyze proposed plan changes.	1.00	585.00
11/11/09	BENTLEY, PHILIP	TC Ted Weschler and discs David Blabey re recent confirmation developments	0.60	456.00
11/12/09	BENTLEY, PHILIP	Discs David Blabey and Ted Weschler re confirmation issues, and notes re same	0.40	304.00
11/13/09	BLABEY, DAVID E	Review revised Canadian ZAI settlement terms and call to T. Weschler re same (.4); review proposed settlements with Allianz and the Edwards Plaintiffs (1.3) and email to T. Weschler re same (.2).	1.90	1,111.50
11/17/09	BLABEY, DAVID E	Review drafts of plan proponent reply briefs.	0.20	117.00
11/18/09	BLABEY, DAVID E	Review plan proponent resply brief drafts.	1.00	585.00
11/19/09	BLABEY, DAVID E	Review drafts of plan proponent reply briefs.	1.30	760.50
11/20/09	BLABEY, DAVID E	Review drafts of plan proponent reply briefs.	1.60	936.00

Kramer Levin Naftalis &amp; Frankel LLP

Page No. 6

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00007December 21, 2009  
Invoice No. 534041

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/20/09	BENTLEY, PHILIP	Review emails re confirmation briefs	0.10	76.00
11/23/09	BLABEY, DAVID E	Email to T. Weschler re omnibus hearing (.2); review reply briefs (1.2).	1.40	819.00
11/24/09	BLABEY, DAVID E	Draft joinder to Grace lender brief (1); review reply briefs and memo to T. Weschler re same (2.5); background research on various appellate issues for client memo (6.1).	9.60	5,616.00
11/25/09	BLABEY, DAVID E	Research on defaults for appellate issues memo.	2.50	1,462.50
11/28/09	BLABEY, DAVID E	Review case law on post petition default.	2.00	1,170.00
11/29/09	BLABEY, DAVID E	Review cases on postpetition defaults.	<u>1.00</u>	<u>585.00</u>
<b>TOTAL HOURS AND FEES</b>			<b><u>45.70</u></b>	<b><u>\$27,419.50</u></b>

**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
MEALS/IN-HOUSE	<u>14.45</u>
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b><u>\$14.45</u></b>

<b>TOTAL FOR THIS MATTER</b>	<b><u>\$27,433.95</u></b>
------------------------------	---------------------------

Kramer Levin Naftalis &amp; Frankel LLP

Page No. 7

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00008December 21, 2009  
Invoice No. 534041

---

**FEE APPLICATIONS, APPLICANT****DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/12/09	BLABEY, DAVID E	Draft quarterly fee application.	3.00	1,755.00
11/30/09	BLABEY, DAVID E	Prepare fee application for October.	1.50	877.50
<b>TOTAL HOURS AND FEES</b>			<b><u>4.50</u></b>	<b><u>\$2,632.50</u></b>

**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
MESSENGER/COURIER	<u>17.46</u>
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b><u>\$17.46</u></b>
<b>TOTAL FOR THIS MATTER</b>	<b><u>\$2,649.96</u></b>



Kramer Levin Naftalis &amp; Frankel LLP

Page No. 8

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00019December 21, 2009  
Invoice No. 534041

---

**HEARINGS****DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/23/09	BARLEKAMP, JEFFREY	Prepare for and attend November 23 hearing telephonically (.8); drafting e-mail re: same (.3)	<u>1.10</u>	<u>484.00</u>

**TOTAL HOURS AND FEES****1.10      \$484.00****SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
OTHER FEES	<u>95.00</u>

**TOTAL DISBURSEMENTS AND OTHER CHARGES****\$95.00****TOTAL FOR THIS MATTER****\$579.00**